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FILED

TRANSMITTAL LETTER

01 MAY 18 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: BENSCHER VENTURES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

| | |
|---------|--|
| _____ | \$70.00 |
| | Filing Fee |
| X _____ | \$78.75 |
| | Filing Fee & Certificate |
| _____ | \$122.50 |
| | Filing Fee & Certified Copy |
| _____ | \$131.25 |
| | Filing Fee, Certified Copy & Certificate |

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-05/18/01--01089--017
*****78.75 *****78.75

FROM:

Benschel Ventures, Inc.
5165 Isleworth Country Club Dr.
Windermere, FL 34786

NOTE: Please provide the original and one (1) copy of the Articles.

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Benscher Ventures, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation to be located is 5165 Isleworth Country Club Dr., Windermere, FL 34786.

ARTICLE III - SHARES

The number of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, (Common Stock), One Dollar, (\$1) par value per share. Julian M. Benscher will own Five Hundred Ten (510) shares and Jennifer L. Benscher will own Four Hundred Ninety (490) shares of the corporation.

ARTICLES IV- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Julian M. Benscher
5165 Isleworth Country Club Dr.
Windermere, FL 34786

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The name and address of the initial member of the Board of Directors are:

Julian M. Benscher
5165 Isleworth Country Club Dr.
Windermere, FL 34786

Jennifer L. Benscher
5165 Isleworth Country Club Dr.
Windermere, FL 34786

ARTICLE VII - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successor is elected or appointed are:

Julian M. Benscher
President, Secretary
5165 Isleworth Country Club Dr.
Windermere, FL 34786

Jennifer L. Benscher
Vice-President
5165 Isleworth Country Club Dr.
Windermere, FL 34786

ARTICLE VIII- PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX - INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Julian M. Benscher
5165 Isleworth Country Club Dr.
Windermere, FL 34786

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15TH
day of May, 2001.

(An additional article must be added if an effective date is requested.)

Signature: _____

Julian M. Benscher

Notarization is not required.

NOTE: Affixing an officer tide after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) Name of the corporation is:

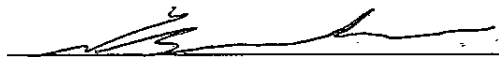
Benscher Ventures, Inc.

2) The name and address of the registered agent office is:

Julian M. Benscher
5165 Isleworth Country Club Dr.
Windermere, FL 34786

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Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Signature

15TH May 2001

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314